



County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

Date of Award: **DEC 06 2019**

Ipsun Power, Inc.
9504 Poplar Leaf Ct.
Fairfax, VA 22031

Attention: Herve Billiet, Chief Executive Officer

Reference: 4400009517, Solar Power Purchase Agreement Services

Dear Mr. Billiet:

Acceptance Agreement

Contract Number: 4400009517

This acceptance agreement signifies contract award to Ipsun Power, Inc., as the

- SECONDARY Contractor to provide Canopy/Carport mounted Solar Photo Voltaic panel PPA services.
- TERTIARY Contractor to provide Roof Mounted Solar Photo Voltaic panel PPA Services

The period of the contract shall be from date of award through December 31, 2022, with four (4) one-year renewal options.

The contract award shall be in accordance with:

- 1) This Acceptance Agreement;
- 2) The terms and conditions of Request for Proposal 2000002845 and all addenda;
- 3) Your proposal submitted on September 12, 2019;
- 4) Your Best and Final Offer from November 15, 2019; and
- 5) The signed Memorandum of Negotiations

Please note that this is not an order to proceed. A separate Power Purchase Agreement for each site, which constitutes your notice to proceed, will be executed with your firm.

Department of Purchasing & Supply Management
12000 Government Center Parkway, Suite 427
Fairfax, VA 22035-0013

Website: www.fairfaxcounty.gov/dpsm

Phone 703-324-3201, TTY: 1-800-828-1140, Fax: 703-324-3228

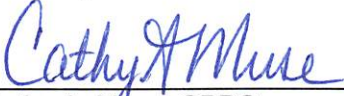
Acceptance Agreement

4400009517

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All questions in regards to this contract shall be directed to the Contract Specialist, Patricia Wilkerson, at 703-324-7537 or via e-mail at patricia.wilkerson@fairfaxcounty.gov.

Sincerely,



Cathy A. Muse, CPPO
Director/County Purchasing Agent



County of Fairfax, Virginia

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MEMORANDUM OF NEGOTIATIONS

RFP2000002845 – Solar Power Purchase Agreement Services

The County of Fairfax (hereinafter called the County) and Ipsun Power, Inc., (hereinafter called the Contractor) hereby agree to the following in the execution of Contract 4400009517. The contract period shall be from date of award through December 31, 2022, with the option to renew the contract for an additional four (4) years, one (1) year at a time or any combination thereof, based on satisfactory contractor performance and if agreeable to all parties. The final contract contains the following documents:

- a. County's Request for Proposal RFP2000002845 and all Addenda;
- b. The Contractor's Technical and Cost Proposal dated September 12, 2019;
- c. This Memorandum of Negotiations;
- d. Any amendments subsequently issued.

In addition, the County and the Contractor agree that the Contractor has:

1. Acknowledged and accepts that a contract award does not guarantee a Power Purchase Agreement (PPA) for any specific location or group of locations.
2. Acknowledged that a separate PPA will be established for each specific location prior to work beginning.

and shall:

Be the **Tertiary Contractor** for all Roof Mounted Solar Photo Voltaic panel PPA Services at the rate of \$0.069/kWh delivered escalated at 2% annually after five (5) years for a 25-year term.

3. Be the **Secondary Contractor** for all Canopy/Carport Mounted Solar Photo Voltaic panel PPA services at the rate of \$0.095/kWh delivered escalated at 2% annually after five (5) years for a 25-year term.

SECONDARY CONTRACTOR shall be used only after:

- Primary Contractor has declined a project in writing within 14 days.
- Primary Contractor cannot offer installation within four (4) months of being awarded the project and confirmed in writing.

TERTIARY CONTRACTOR shall be used only after:

- Primary and Secondary Contractors have decline in writing within 14 days (consecutively)
- Primary and Secondary Contractor cannot offer installation within four (4) months of being awarded the project as indicated in writing.

Department of Procurement and Material Management
12000 Government Center Parkway, Suite 427
Fairfax, VA 22035-0013

Website: www.fairfaxcounty.gov/procurement
Phone 703-324-3201, TTY: 711, Fax: 703-324-3228

Memorandum of Negotiations – Ipsun Power, Inc.
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Note: If Tertiary Contractor declines a project and County department believes the project is still viable, the project will again be offered to the Primary Contractor.


Note: Should the accepted Contractor propose excessive added costs for project implementation, the County may go to the next Contractor in order of precedence.

ACCEPTED BY:

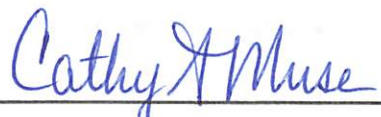

Herve Billiet
Chief Executive Officer

Date

12/02/2019


Kambiz Agazi, Ph.D., P.E.
Director
Office of Environmental and
Energy Coordination

12/6/19


Cathy A. Muse, CPPO, Purchasing Agent
Fairfax County, Virginia
Department of Procurement
and Material Management

12/6/19